



**CERTIFICATE OF INCORPORATION
OF
IM STADIUM, INC.**

FIRST: The name of the Corporation is IM Stadium, Inc.

SECOND: The address of the Corporation's registered office is 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware, and the name of its registered agent thereat is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock of the par value of one cent (\$.01) per share.

FIFTH: The name and mailing address of the incorporator is Janet L. Fort, Parker, Poe, Adams & Bernstein, 2600 Charlotte Plaza, Charlotte, NC 28244.

SIXTH: The Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation without the assent or vote of the stockholders. Election of directors need not be by ballot unless the Bylaws so provide.

IN WITNESS WHEREOF, I have made and signed this Certificate of Incorporation this 21st day of December, 1992.


Janet L. Fort
Incorporator

JLF:128.2

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 12/21/1992
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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
IM STADIUM, INC.

The undersigned does hereby CERTIFY that:

1. The name of the corporation (the "Corporation") has heretofore been IM Stadium, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article I: "The name of the corporation is Volume Services America, Inc.
3. The Certificate of Incorporation of the Corporation is hereby further amended by inserting a new Article VII: "Except as otherwise provided by the Delaware General Corporation Law as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification."
4. This amendment to the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment of the Certificate of Incorporation on ~~October 16~~, 1998.


Name: Janet L. Steinmayer
Title: General Counsel